

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Sears Holdings Corporation, *et al.*

Debtors.

Return Date: January 9, 2019

Chapter 11

Case No. 18-BK-23538 (RDD)

Jointly Administered

**NOTICE OF MOTION BY XL SPECIALTY INSURANCE COMPANY FOR AN ORDER
(1) FINDING THE AUTOMATIC STAY INAPPLICABLE TO THE ADVANCEMENT
OF DEFENSE COSTS UNDER A SIDE A D&O INSURANCE POLICY, OR (2)
ALTERNATIVELY, LIFTING THE STAY UNDER 11 U.S.C. §362(d) TO ALLOW
ADVANCEMENT OF SUCH DEFENSE COSTS**

PLEASE TAKE NOTICE, that upon the annexed motion of XL Specialty Insurance Company, the undersigned will move the Court, before the Honorable Judge Robert D. Drain, Bankruptcy Judge for the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), at 300 Quarropas Street, White Plains, New York 10601, for an Order (1) finding the automatic stay inapplicable to the advancement of defense fees incurred and to be incurred by certain current and/or former directors and officers of Sears Canada, Inc. (the “Covered D&Os”) under Cornerstone A-Side Management Liability Policy No. ELU139030-15, or (2) alternatively, granting relief from the automatic stay to allow the advancement of such defense fees to the Covered D&Os pursuant to 11 U.S.C. §362, and for such other and further relief as this Court deems just and appropriate.

PLEASE TAKE FURTHER NOTICE, that except as otherwise ordered by the Court or required by the Bankruptcy Rules, any answering papers shall be served so as to ensure actual

receipt not later than seven (7) days before the return date of this motion, January 9, 2019,
pursuant to Rule 9006-1 of the Local Bankruptcy Rules.

Dated: December 10, 2018
New York, New York

SKARZYNSKI BLACK LLC

By: s/ Alexis J. Rogoski
Alexi J. Rogoski

One Battery Park Plaza, Fl. 32
New York, New York 10004
Telephone: (212) 820-7700
Facsimile: (212) 820-7740
Email: arogoski@skarzynski.com

*Attorneys for XL Specialty Insurance
Company*